

## ENROLLED ORIGINAL

## A RESOLUTION

18-457

## IN THE COUNCIL OF THE DISTRICT OF COLUMBIA

May 4, 2010

To approve the lease of certain real property owned by the District of Columbia and located at 1320 Mississippi Avenue, S.E.

RESOLVED, BY THE COUNCIL OF THE DISTRICT OF COLUMBIA, That this resolution may be cited as the "1320 Mississippi Avenue, S.E. Lease Disposition Approval Resolution of 2010".

Sec. 2. Definitions.

For the purposes of this resolution, the term:

(1) "CBE Agreement" means an agreement with the District governing certain obligations of the lessee or the developer of the property under the Small, Local, and Disadvantaged Business Enterprise Development and Assistance Act of 2005, effective October 20, 2005 (D.C. Law 16-33; D.C. Official Code § 2-218.01 *et seq.*) ("CBE Act"), including the equity and development participation requirements set forth in section 2349a of the CBE Act.

(2) "Certified business enterprise" means a business enterprise or joint venture certified pursuant to the Small, Local, and Disadvantaged Business Enterprise Development and Assistance Act of 2005, effective October 20, 2005 (D.C. Law 16-33; D.C. Official Code § 2-218.01 *et seq.*).

(3) "First Source Agreement" means an agreement with the District governing certain obligations of the lessee or any developer of the property pursuant to section 4 of the First Source Employment Agreement Act of 1984, effective June 29, 1984 (D.C. Law 5-93; D.C. Official Code § 2-219.03), and Mayor's Order 83-265 (November 9, 1983) regarding job creation and employment generated as a result of the construction on the property.

(4) "Lessee" means 1320 Mississippi Avenue, LLC, a District of Columbia limited liability company, or its successor.

(5) "Property" means the real property located at 1320 Mississippi Avenue, S.E., Washington, D.C., and designated for assessment and taxation purposes as Lot 0014, Square 5916.

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(6) "Rent" means the consideration paid by lessee for the lease of the property.

Sec. 3. Approval of disposition

(a) Pursuant to section 1(b) and (b-1) of An Act Authorizing the sale of certain real estate in the District of Columbia no longer required for public purposes, approved August 5, 1939 (53 Stat. 1211; D.C. Official Code § 10-801(b) and (b-1)), the Mayor transmitted to the Council a request for approval of the proposed lease of the property to the lessee.

(b) The proposed disposition would occur through a negotiated ground lease to the lessee, whose primary address is 1100 New Jersey Avenue, S.E., Suite 1000, Washington, D.C. 20003, for use as permanent supportive housing.

(c) The proposed disposition is expected to include the following terms and conditions, in addition to such other terms and conditions as the Mayor considers necessary or appropriate:

(1) The terms of the ground lease shall be consistent with the financing requirements imposed by the Department of Housing and Community Development and consistent with the use of the property as permanent supportive housing in collaboration with the Department of Human Services.

(2) Lessee will enter into a CBE Agreement with the District. The CBE Agreement will require the lessee to contract with certified business enterprises for at least 35% of the contract dollar volume of the redevelopment of the property and if possible, will require at least 20% equity and development participation of local, small, and disadvantaged business enterprises.

(3) Lessee of the property will enter into a First Source Agreement with the District.

(d) The Council finds that the property is no longer required for public purposes.

(e) The Council finds that the Mayor's analysis of economic and other policy factors supporting the disposition of the property justifies the lease proposed by the Mayor.

(f) All documents submitted with this resolution shall be consistent with the executed term sheet transmitted to the Council pursuant to An Act Authorizing the sale of certain real estate in the District of Columbia no longer required for public purposes, approved August 5, 1939 (53 Stat. 1211; D.C. Official Code § 10-801(b-1)(2)).

(g) The Council approves the lease of the property to the lessee.

Sec. 4. Transmittal

The Secretary to the Council shall transmit a copy of this resolution, upon its adoption, to the Office of the Mayor, the Department of Real Estate Services, and the Chief Financial Officer.

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## Sec. 5. Fiscal impact statement.

The Council adopts the fiscal impact statement in the committee report as the fiscal impact statement required by section 602(c)(3) of the District of Columbia Home Rule Act, approved December 24, 1973 (87 Stat. 813; D.C. Official Code § 1-206.02(c)(3)).

## Sec. 6. Effective date.

This resolution shall take effect immediately.

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## A RESOLUTION

18-458

## IN THE COUNCIL OF THE DISTRICT OF COLUMBIA

May 4, 2010

To authorize and provide for the issuance, sale, and delivery of District of Columbia revenue bonds in an aggregate principal amount not to exceed \$30 million, consisting of \$11.6 million in tax-exempt recovery zone facility bonds and \$18.4 million in taxable bonds, in one or more series and to authorize and provide for the loan of the proceeds of the bonds to assist the 1522 K Street, LLC in the financing, refinancing or reimbursing of costs associated with an authorized project pursuant to section 490 of the District of Columbia Home Rule Act.

RESOLVED, BY THE COUNCIL OF THE DISTRICT OF COLUMBIA, That this resolution may be cited as the "1522 K Street, LLC Recovery Zone Facility Revenue Bonds Project Approval Resolution of 2010".

## Sec. 2. Definitions.

For the purposes of this resolution, the term:

(1) "Authorized Delegate" means the Mayor, the Deputy Mayor for Planning and Economic Development, or any officer or employee of the Executive Office of the Mayor to whom the Mayor has delegated, or to whom the foregoing individuals have subdelegated, any of the Mayor's functions under this resolution pursuant to section 422(6) of the Home Rule Act.

(2) "Bond Counsel" means a firm or firms of attorneys designated as bond counsel from time to time by the Mayor.

(3) "Bonds" means the District of Columbia revenue bonds, notes, or other obligations (including refunding bonds, notes, and other obligations), in one or more series, authorized to be issued pursuant to this resolution.

(4) "Borrower" means the owner of the assets financed, refinanced or reimbursed with proceeds from the bonds, which owner shall be 1522 K Street, LLC, a Delaware limited liability company, and which is liable for repayment of the bonds.

(5) "Chairman" means the Chairman of the Council of the District of Columbia.

(6) "Closing Documents" means all documents and agreements, other than Financing Documents, that may be necessary and appropriate to issue, sell, and deliver the bonds and to make the loan, and includes agreements, certificates, letters, opinions, forms, receipts, and

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other similar instruments.

(7) "District" means the District of Columbia.

(8) "Financing Documents" means the documents, other than Closing Documents, that relate to the financing or refinancing of transactions to be effected through the issuance, sale, and delivery of the bonds and the making of the loan, including any offering document, and any required supplements to any such documents.

(9) "Home Rule Act" means the District of Columbia Home Rule Act, approved December 24, 1973 (87 Stat. 777; D.C. Official Code § 1-201.01 *et seq.*).

(10) "Issuance Costs" means all fees, costs, charges, and expenses paid or incurred in connection with the authorization, preparation, printing, issuance, sale, and delivery of the bonds and the making of the loan, including, but not limited to, underwriting, legal, accounting, rating agency, and all other fees, costs, charges, and expenses incurred in connection with the development and implementation of the Financing Documents, the Closing Documents, and those other documents necessary or appropriate in connection with the authorization, preparation, printing, issuance, sale, marketing, and delivery of the bonds and the making of the loan, together with financing fees, costs, and expenses, including program fees and administrative fees charged by the District, fees paid to financial institutions and insurance companies, initial letter of credit fees (if any), and compensation to financial advisors and other persons (other than full-time employees of the District) and entities performing services on behalf of or as agents for the District.

(11) "Loan" means the District's lending of proceeds from the sale, in one or more series, of the bonds to the borrower.

(12) "Mayor" means the Mayor of the District of Columbia.

(13) "Project" means the financing, refinancing or reimbursing of all or a portion of the borrower's cost of:

(A) The acquiring, constructing, renovating, furnishing and equipping a condominium office building located at 1522 K Street, N.W., Washington, D.C. (Lot 63, Square 199), together with other property, real and personal, functionally related and subordinated thereto ("Facility");

(B) Funding any required debt service reserve fund or capitalized interest on the bonds; and

(C) Paying the Issuance Costs, credit enhancement costs (including any bond insurance and letter of credit fees), and working capital.

### Sec. 3. Findings.

The Council finds that:

(1) Section 490 of the Home Rule Act provides that the Council may, by resolution, authorize the issuance of District revenue bonds, notes, or other obligations (including refunding bonds, notes, or other obligations) to borrow money to finance, refinance, or reimburse, and to assist in the financing, refinancing, or reimbursing of, undertakings in certain areas designated in section 490 and may effect the financing or reimbursement by loans made directly or indirectly to any

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individual or legal entity, by the purchase of any mortgage, note, or other security, or by the purchase, lease, or sale of any property.

(2) The borrower has requested the District to issue, sell, and deliver revenue bonds, in one or more series, in an aggregate principal amount not to exceed \$30 million, and to make the loan for the purpose of financing, refinancing, or reimbursing costs of the project.

(3) The project is located in the District and will contribute to the health, education, safety, or welfare of, or the creation or preservation of jobs for, residents of the District, or to economic development of the District.

(4) The project is an undertaking in the area of industrial and commercial development within the meaning of section 490 of the Home Rule Act.

(5) The authorization, issuance, sale, and delivery of the bonds and the loan to the borrower are desirable, are in the public interest, will promote the purpose and intent of section 490 of the Home Rule Act, and will assist the project.

Sec. 4. Bond authorization.

(a) The Mayor is authorized pursuant to the Home Rule Act and this resolution to assist in financing, refinancing, or reimbursing the costs of the project by:

(1) The issuance, sale, and delivery of the bonds, in one or more series, in an aggregate principal amount not to exceed \$30 million; and

(2) The making of the loan.

(b) The Mayor is authorized to make the loan to the borrower for the purpose of financing, refinancing, or reimbursing the costs of the project and establishing any fund with respect to the bonds as required by the Financing Documents.

(c) The Mayor may charge a program fee to the borrower, including, but not limited to, an amount sufficient to cover costs and expenses incurred by the District in connection with the issuance, sale, and delivery of each series of the bonds, the District's participation in the monitoring of the use of the bond proceeds and compliance with any public benefit agreements with the District, maintaining official records of each bond transaction, and assisting in the redemption, repurchase, and remarketing of the bonds.

Sec. 5. Bond details.

(a) The Mayor is authorized to take any action reasonably necessary or appropriate in accordance with this resolution in connection with the preparation, execution, issuance, sale, delivery, security for, and payment of the bonds of each series, including, but not limited to, determinations of:

(1) The final form, content, designation, and terms of the bonds, including a determination that the bonds may be issued in certificated or book-entry form;

(2) The principal amount of the bonds and denominations of the bonds;

(3) The rate or rates of interest or the method for determining the rate or rates of interest on the bonds;

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(4) The date or dates of issuance, sale, and delivery of, and the payment of interest on, the bonds, and the maturity date or dates of the bonds;

(5) The terms under which the bonds may be paid, optionally or mandatorily redeemed, accelerated, tendered, called, or put for redemption, repurchase, or remarketing before their respective stated maturities;

(6) Provisions for the registration, transfer, and exchange of the bonds and the replacement of mutilated, lost, stolen, or destroyed bonds;

(7) The creation of any reserve fund, sinking fund, or other fund with respect to the bonds;

(8) The time and place of payment of the bonds;

(9) Procedures for monitoring the use of the proceeds received from the sale of the bonds to ensure that the proceeds are properly applied to the project and used to accomplish the purposes of the Home Rule Act and this resolution;

(10) Actions necessary to qualify the bonds under blue sky laws of any jurisdiction where the bonds are marketed; and

(11) The terms and types of credit enhancement under which the bonds may be secured.

(b) The bonds shall contain a legend, which shall provide that the bonds are special obligations of the District, are without recourse to the District, are not a pledge of, and do not involve, the faith and credit or the taxing power of the District, do not constitute a debt of the District, and do not constitute lending of the public credit for private undertakings as prohibited in section 602(a)(2) of the Home Rule Act.

(c) The bonds shall be executed in the name of the District and on its behalf by the manual or facsimile signature of the Mayor, and attested by the Secretary of the District of Columbia by the Secretary of the District of Columbia's manual or facsimile signature. The Mayor's execution and delivery of the bonds shall constitute conclusive evidence of the Mayor's approval, on behalf of the District, of the final form and content of the bonds.

(d) The official seal of the District, or a facsimile of it, shall be impressed, printed, or otherwise reproduced on the bonds.

(e) The bonds of any series may be issued in accordance with the terms of a trust instrument to be entered into by the District and a trustee to be selected by the borrower subject to the approval of the Mayor, and may be subject to the terms of one or more agreements entered into by the Mayor pursuant to section 490(a)(4) of the Home Rule Act.

(f) The bonds may be issued at any time or from time to time in one or more issues and in one or more series.

#### Sec. 6. Sale of the bonds.

(a) The bonds of any series may be sold at negotiated or competitive sale at, above, or below par, to one or more persons or entities, and upon terms that the Mayor considers to be in the best interests of the District.

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(b) The Mayor or an Authorized Delegate may execute, in connection with each sale of the bonds, offering documents on behalf of the District, may deem final any such offering document on behalf of the District for purposes of compliance with federal laws and regulations governing such matters, and may authorize the distribution of the documents in connection with the sale of the bonds.

(c) The Mayor is authorized to deliver the executed and sealed bonds, on behalf of the District, for authentication, and, after the bonds have been authenticated, to deliver the bonds to the original purchasers of the bonds upon payment of the purchase price.

(d) The bonds shall not be issued until the Mayor receives an approving opinion from Bond Counsel as to the validity of the bonds of such series and, if the interest on the bonds is expected to be exempt from federal income taxation, the treatment of the interest on the bonds for purposes of federal income taxation.

Sec. 7. Payment and security.

(a) The principal of, premium, if any, on, and interest on, the bonds shall be payable solely from proceeds received from the sale of the bonds, income realized from the temporary investment of those proceeds, receipts, and revenues realized by the District from the loan, income realized from the temporary investment of those receipts and revenues prior to payment to the bond owners, other moneys that, as provided in the Financing Documents, may be made available to the District for the payment of the bonds, and other sources of payment (other than from the District), all as provided for in the Financing Documents.

(b) Payment of the bonds shall be secured as provided in the Financing Documents and by an assignment by the District for the benefit of the bond owners of certain of its rights under the Financing Documents and Closing Documents, including a security interest in certain collateral, if any, to the trustee for the bonds pursuant to the Financing Documents.

(c) The trustee is authorized to deposit, invest, and disburse the proceeds received from the sale of the bonds pursuant to the Financing Documents.

Sec. 8. Financing and Closing Documents.

(a) The Mayor is authorized to prescribe the final form and content of all Financing Documents and all Closing Documents to which the District is a party that may be necessary or appropriate to issue, sell, and deliver the bonds and to make the loan to the borrower. Each of the Financing Documents and each of the Closing Documents to which the District is not a party shall be approved, as to form and content, by the Mayor.

(b) The Mayor is authorized to execute, in the name of the District and on its behalf, the Financing Documents and any Closing Documents to which the District is a party by the Mayor's manual or facsimile signature.

(c) If required, the official seal of the District, or a facsimile of it, shall be impressed, printed, or otherwise reproduced on the Financing Documents and the Closing Documents to which the District is a party.



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(d) The Mayor's execution and delivery of the Financing Documents and the Closing Documents to which the District is a party shall constitute conclusive evidence of the Mayor's approval, on behalf of the District, of the final form and content of the executed Financing Documents and the executed Closing Documents, including those Financing Documents and Closing Documents.

(e) The Mayor is authorized to deliver the executed and sealed Financing Documents and Closing Documents, on behalf of the District, prior to or simultaneously with the issuance, sale, and delivery of the bonds, and to ensure the due performance of the obligations of the District contained in the executed, sealed, and delivered Financing Documents and Closing Documents.

Sec. 9. Authorized delegation of authority.

To the extent permitted by District and federal laws, the Mayor may delegate to any Authorized Delegate the performance of any function authorized to be performed by the Mayor under this resolution.

Sec. 10. Limited liability.

(a) The bonds shall be special obligations of the District. The bonds shall be without recourse to the District. The bonds shall not be general obligations of the District, shall not be a pledge of, or involve, the faith and credit or the taxing power of the District, shall not constitute a debt of the District, and shall not constitute lending of the public credit for private undertakings as prohibited in section 602(a)(2) of the Home Rule Act.

(b) The bonds shall not give rise to any pecuniary liability of the District and the District shall have no obligation with respect to the purchase of the bonds.

(c) Nothing contained in the bonds, in the Financing Documents, or in the Closing Documents shall create an obligation on the part of the District to make payments with respect to the bonds from sources other than those listed for that purpose in section 7.

(d) The District shall have no liability for the payment of any Issuance Costs or for any transaction or event to be effected by the Financing Documents.

(e) All covenants, obligations, and agreements of the District contained in this resolution, the bonds, and the executed, sealed, and delivered Financing Documents and Closing Documents to which the District is a party, shall be considered to be the covenants, obligations, and agreements of the District to the fullest extent authorized by law, and each of those covenants, obligations, and agreements shall be binding upon the District, subject to the limitations set forth in this resolution.

(f) No person, including, but not limited to, the borrower and any bond owner, shall have any claims against the District or any of its elected or appointed officials, officers, employees, or agents for monetary damages suffered as a result of the failure of the District or any of its elected or appointed officials, officers, employees, or agents to perform any covenant, undertaking, or obligation under this resolution, the bonds, the Financing Documents, or the Closing Documents, or as a result of the incorrectness of any representation in or omission from the Financing Documents or the Closing Documents, unless the District or its elected or appointed officials, officers,

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employees, or agents have acted in a willful and fraudulent manner.

Sec. 11. District officials.

(a) Except as otherwise provided in section 10(f), the elected or appointed officials, officers, employees, or agents of the District shall not be liable personally for the payment of the bonds or be subject to any personal liability by reason of the issuance, sale, or delivery of the bonds, or for any representations, warranties, covenants, obligations, or agreements of the District contained in this resolution, the bonds, the Financing Documents, or the Closing Documents.

(b) The signature, countersignature, facsimile signature, or facsimile countersignature of any official appearing on the bonds, the Financing Documents, or the Closing Documents shall be valid and sufficient for all purposes notwithstanding the fact that the individual signatory ceases to hold that office before delivery of the bonds, the Financing Documents, or the Closing Documents.

Sec. 12. Maintenance of documents.

Copies of the specimen bonds and of the final Financing Documents and Closing Documents shall be filed in the Office of the Secretary of the District of Columbia.

Sec. 13. Information reporting.

Within 3 days after the Mayor's receipt of the transcript of proceedings relating to the issuance of the bonds, the Mayor shall transmit a copy of the transcript to the Secretary to the Council.

Sec. 14. Disclaimer.

(a) The issuance of bonds is in the discretion of the District. Nothing contained in this resolution, the bonds, the Financing Documents, or the Closing Documents shall be construed as obligating the District to issue any bonds for the benefit of the borrower or to participate in or assist the borrower in any way with financing, refinancing or reimbursing the costs of the project. The borrower shall have no claims for damages or for any other legal or equitable relief against the District or its elected or appointed officials, officers, employees, or agents as a consequence of any failure to issue any bonds for the benefit of the borrower.

(b) The District reserves the right to issue the bonds in the order or priority it determines in its sole and absolute discretion. The District gives no assurance and makes no representations that any portion of any limited amount of bonds or other obligations, the interest on which is excludable from gross income for federal income tax purposes, will be reserved or will be available at the time of the proposed issuance of the bonds.

(c) The District, by adopting this resolution or by taking any other action in connection with financing, refinancing, or reimbursing costs of the project, does not provide any assurance that the project is viable or sound, that the borrower is financially sound, or that amounts owing on the bonds or pursuant to the loan will be paid. The borrower, any purchaser of the bonds, or any other person shall not rely upon the District with respect to these matters.

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## Sec. 15. Expiration.

If any bonds are not issued, sold, and delivered to the original purchaser within 3 years of the date of this resolution, the authorization provided in this resolution with respect to the issuance, sale, and delivery of the bonds shall expire.

## Sec. 16. Severability.

If any particular provision of this resolution, or the application thereof to any person or circumstance is held invalid, the remainder of this resolution and the application of such provision to other persons or circumstances shall not be affected thereby. If any action or inaction contemplated under this resolution is determined to be contrary to the requirements of applicable law, such action or inaction shall not be necessary for the purpose of issuing of the bonds, and the validity of the bonds shall not be adversely affected.

## Sec. 17. Compliance with public approval requirement.

This approval shall constitute the approval of the Council as required in section 147(f) of the Internal Revenue Code of 1986, approved October 22, 1986 (100 Stat. 2635; 26 U.S.C. § 147(f)), and section 490(k) of the Home Rule Act, for the project. This resolution has been adopted by the Council after a public hearing held at least 14 days after publication of notice in a newspaper of general circulation in the District.

## Sec. 18. Transmittal.

The Secretary to the Council shall transmit a copy of this resolution, upon its adoption, to the Mayor.

## Sec. 19. Fiscal impact statement.

The Council adopts the fiscal impact statement of the Budget Director as the fiscal impact statement required by section 602(c)(3) of the Home Rule Act.

## Sec. 20. Effective date.

This resolution shall take effect immediately.

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## A RESOLUTION

18-459

## IN THE COUNCIL OF THE DISTRICT OF COLUMBIA

May 4, 2010

To authorize and provide for the issuance, sale, and delivery of District of Columbia revenue bonds in an aggregate principal amount not to exceed \$23 million in one or more series pursuant to a plan of finance and to authorize and provide for the loan of the proceeds of the bonds to Independent Sector and 1602 IS LLC to assist in the financing, refinancing, or reimbursing of costs associated with an authorized project pursuant to section 490 of the District of Columbia Home Rule Act.

RESOLVED, BY THE COUNCIL OF THE DISTRICT OF COLUMBIA, That this resolution may be cited as the "Independent Sector Revenue Bonds Project Approval Resolution of 2010".

## Sec. 2. Definitions.

For the purposes of this resolution, the term:

(1) "Authorized Delegate" means the Mayor, the Deputy Mayor for Planning and Economic Development, or any officer or employee of the Executive Office of the Mayor to whom the Mayor has delegated, or to whom the foregoing individuals have subdelegated, any of the Mayor's functions under this resolution pursuant to section 422(6) of the Home Rule Act.

(2) "Bond Counsel" means a firm or firms of attorneys designated as bond counsel from time to time by the Mayor.

(3) "Bonds" means the District of Columbia revenue bonds, notes, or other obligations (including refunding bonds, notes, and other obligations), in one or more series, authorized to be issued pursuant to this resolution.

(4) "Borrower" means the owner of the assets financed, refinanced, or reimbursed with proceeds from the bonds, which owner shall be 1602 IS LLC, a District of Columbia limited liability company, exempt from federal income taxes.

(5) "Chairman" means the Chairman of the Council of the District of Columbia.

(6) "Closing Documents" means all documents and agreements other than Financing Documents that may be necessary and appropriate to issue, sell, and deliver the bonds and to make the loan contemplated thereby, and includes agreements, certificates, letters, opinions, forms, receipts, and other similar instruments.

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(7) "Costs" means all fees, costs, charges, and expenses paid or incurred in connection with undertakings, other than Issuance Costs, permitted under D.C. Official Code § 1-204.90.

(8) "District" means the District of Columbia.

(9) "Financing Documents" means the documents, other than Closing Documents, that relate to the financing or refinancing of transactions to be effected through the issuance, sale, and delivery of the bonds and the making of the loan, including any offering document, and any required supplements to any such documents.

(10) "Home Rule Act" means the District of Columbia Home Rule Act, approved December 24, 1973 (87 Stat. 777; D.C. Official Code § 1-201.01 *et seq.*).

(11) "Issuance Costs" means all fees, costs, charges, and expenses paid or incurred in connection with the authorization, preparation, printing, issuance, sale, and delivery of the bonds and the making of the loan, including, but not limited to, underwriting, legal, accounting, rating agency, and all other fees, costs, charges, and expenses incurred in connection with the development and implementation of the Financing Documents, the Closing Documents, and those other documents necessary or appropriate in connection with the authorization, preparation, printing, issuance, sale, marketing, and delivery of the bonds and the making of the loan, together with financing fees, costs, and expenses, including program fees and administrative fees charged by the District, fees paid to financial institutions and insurance companies, initial letter of credit fees (if any), and compensation to financial advisors and other persons (other than full-time employees of the District) and entities performing services on behalf of or as agents for the District.

(12) "Loan" means the District's lending of proceeds from the sale, in one or more series, of the bonds to the borrower.

(13) "Project" means the financing, refinancing or reimbursing of all or a portion of borrower's Costs of:

(A) The acquisition and renovation of facilities located at 1602 L Street, N.W., Washington, D.C. 20016 (Lot 75, Square 184), consisting of a portion of a 9-story office building containing approximately 52,896 rentable square feet;

(B) The purchase of certain equipment and furnishings, together with other property, real and personal, functionally related and subordinate to the facilities described in subparagraph (A) of this paragraph;

(C) The refinancing, in whole or in part, of existing indebtedness;

(D) Certain working capital expenditures;

(E) Capitalized interest;

(F) Any required deposit to a debt service reserve fund or other reserve fund;

(G) Issuance Costs; and

(H) The Costs of any bond insurance or other credit enhancement.

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## Sec. 3. Findings.

The Council finds that:

(1) Section 490 of the Home Rule Act provides that the Council may, by resolution, authorize the issuance of District revenue bonds, notes, or other obligations (including refunding bonds, notes, or other obligations) to borrow money to finance, refinance, or reimburse, and to assist in the financing, refinancing, or reimbursing of, undertakings in certain areas designated in section 490 and may effect the financing, refinancing, or reimbursement by loans made directly or indirectly to any individual or legal entity, by the purchase of any mortgage, note, or other security, or by the purchase, lease, or sale of any property.

(2) The borrower has requested the District to issue, sell, and deliver revenue bonds, in one or more series pursuant to a plan of finance, in an aggregate principal amount not to exceed \$23 million, and to make the loan for the purpose of financing, refinancing, or reimbursing costs of the project.

(3) The project is located in the District and will contribute to the health, education, safety, or welfare of, or the creation or preservation of jobs for, residents of the District, or to economic development of the District.

(4) The project is an undertaking in the area of a capital project as facilities used to house and equip operations related to the borrower's operations as a leadership forum for charities, foundations, and corporate giving programs committed to advancing the common good in America and around the world, and industrial and commercial development, within the meaning of section 490 of the Home Rule Act.

(5) The authorization, issuance, sale, and delivery of the bonds and the loan to the borrower are desirable, are in the public interest, will promote the purpose and intent of section 490 of the Home Rule Act, and will assist the project.

## Sec. 4. Bond authorization.

(a) The Mayor is authorized pursuant to the Home Rule Act and this resolution to assist in financing, refinancing or reimbursing the costs of the project by:

(1) The issuance, sale, and delivery of the bonds, in one or more series, in an aggregate principal amount not to exceed \$23 million; and

(2) The making of the loan.

(b) The Mayor is authorized to make the loan to the borrower for the purpose of financing, refinancing, or reimbursing the costs of the project and establishing any fund with respect to the bonds as required by the Financing Documents.

(c) The Mayor may charge a program fee to the borrower, including, but not limited to, an amount sufficient to cover costs and expenses incurred by the District in connection with the issuance, sale, and delivery of each series of the bonds, the District's participation in the monitoring of the use of the bond proceeds and compliance with any public benefit agreements

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with the District, maintaining official records of each bond transaction, and assisting in the redemption, repurchase, and remarketing of the bonds.

Sec. 5. Bond details.

(a) The Mayor is authorized to take any action reasonably necessary or appropriate in accordance with this resolution in connection with the preparation, execution, issuance, sale, delivery, security for, and payment of the bonds of each series, including, but not limited to, determinations of:

- (1) The final form, content, designation, and terms of the bonds, including a determination that the bonds may be issued in certificated or book-entry form;
- (2) The principal amount of the bonds and denominations of the bonds;
- (3) The rate or rates of interest or the method for determining the rate or rates of interest on the bonds;
- (4) The date or dates of issuance, sale, and delivery of, and the payment of interest on, the bonds, and the maturity date or dates of the bonds;
- (5) The terms under which the bonds may be paid, optionally or mandatorily redeemed, accelerated, tendered, called, or put for redemption, repurchase, or remarketing before their respective stated maturities;
- (6) Provisions for the registration, transfer, and exchange of the bonds and the replacement of mutilated, lost, stolen, or destroyed bonds;
- (7) The creation of any reserve fund, sinking fund, or other fund with respect to the bonds;
- (8) The time and place of payment of the bonds;
- (9) Procedures for monitoring the use of the proceeds received from the sale of the bonds to ensure that the proceeds are properly applied to the project and used to accomplish the purposes of the Home Rule Act and this resolution;
- (10) Actions necessary to qualify the bonds under blue sky laws of any jurisdiction where the bonds are marketed; and
- (11) The terms and types of credit enhancement under which the bonds may be secured.

(b) The bonds shall contain a legend, which shall provide that the bonds are special obligations of the District, are without recourse to the District, are not a pledge of, and do not involve, the faith and credit or the taxing power of the District, do not constitute a debt of the District, and do not constitute lending of the public credit for private undertakings as prohibited in section 602(a)(2) of the Home Rule Act.

(c) The bonds shall be executed in the name of the District and on its behalf by the manual or facsimile signature of the Mayor, and attested by the Secretary of the District of Columbia by the Secretary of the District of Columbia's manual or facsimile signature. The Mayor's execution and delivery of the bonds shall constitute conclusive evidence of the Mayor's approval, on behalf of the District, of the final form and content of the bonds.

## ENROLLED ORIGINAL

(d) The official seal of the District, or a facsimile of it, shall be impressed, printed, or otherwise reproduced on the bonds.

(e) The bonds of any series may be issued in accordance with the terms of a trust instrument to be entered into by the District and a trustee to be selected by the borrower subject to the approval of the Mayor, and may be subject to the terms of one or more agreements entered into by the Mayor pursuant to section 490(a)(4) of the Home Rule Act.

(f) The bonds may be issued at any time or from time to time in one or more issues and in one or more series.

Sec. 6. Sale of the bonds.

(a) The bonds of any series may be sold at negotiated or competitive sale at, above, or below par, to one or more persons or entities, and upon terms that the Mayor considers to be in the best interests of the District.

(b) The Mayor or an Authorized Delegate may execute, in connection with each sale of the bonds, offering documents on behalf of the District, may deem final any such offering document on behalf of the District for purposes of compliance with federal laws and regulations governing such matters, and may authorize the distribution of the documents in connection with the sale of the bonds.

(c) The Mayor is authorized to deliver the executed and sealed bonds, on behalf of the District, for authentication, and, after the bonds have been authenticated, to deliver the bonds to the original purchasers of the bonds upon payment of the purchase price.

(d) The bonds shall not be issued until the Mayor receives an approving opinion from Bond Counsel as to the validity of the bonds of such series and, if the interest on the bonds is expected to be exempt from federal income taxation, the treatment of the interest on the bonds for purposes of federal income taxation.

Sec. 7. Payment and security.

(a) The principal of, premium, if any, and interest on, the bonds shall be payable solely from proceeds received from the sale of the bonds, income realized from the temporary investment of those proceeds, receipts, and revenues realized by the District from the loan, income realized from the temporary investment of those receipts and revenues prior to payment to the bond owners, other moneys that, as provided in the Financing Documents, may be made available to the District for the payment of the bonds, and other sources of payment (other than from the District), all as provided for in the Financing Documents.

(b) Payment of the bonds shall be secured as provided in the Financing Documents and by an assignment by the District for the benefit of the bond owners of certain of its rights under the Financing Documents and Closing Documents, including a security interest in certain collateral, if any, to the trustee for the bonds pursuant to the Financing Documents.

(c) The trustee is authorized to deposit, invest, and disburse the proceeds received from the sale of the bonds pursuant to the Financing Documents.



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## Sec. 8. Financing and closing documents.

(a) The Mayor is authorized to prescribe the final form and content of all Financing Documents and all Closing Documents that may be necessary or appropriate to issue, sell, and deliver the bonds and to make the loan to the borrower.

(b) The Mayor is authorized to execute, in the name of the District and on its behalf, the Financing Documents and any Closing Documents to which the District is a party by the Mayor's manual or facsimile signature.

(c) If required, the official seal of the District, or a facsimile of it, shall be impressed, printed, or otherwise reproduced on the Financing Documents and the Closing Documents to which the District is a party.

(d) The Mayor's execution and delivery of the Financing Documents and the Closing Documents to which the District is a party shall constitute conclusive evidence of the Mayor's approval, on behalf of the District, of the final form and content of the executed Financing Documents and the executed Closing Documents.

(e) The Mayor is authorized to deliver the executed and sealed Financing Documents and Closing Documents, on behalf of the District, prior to or simultaneously with the issuance, sale, and delivery of the bonds, and to ensure the due performance of the obligations of the District contained in the executed, sealed, and delivered Financing Documents and Closing Documents.

## Sec. 9. Authorized delegation of authority.

To the extent permitted by District and federal laws, the Mayor may delegate to any Authorized Delegate the performance of any function authorized to be performed by the Mayor under this resolution.

## Sec. 10. Limited liability.

(a) The bonds shall be special obligations of the District. The bonds shall be without recourse to the District. The bonds shall not be general obligations of the District, shall not be a pledge of, or involve, the faith and credit or the taxing power of the District, shall not constitute a debt of the District, and shall not constitute lending of the public credit for private undertakings as prohibited in section 602(a)(2) of the Home Rule Act.

(b) The bonds shall not give rise to any pecuniary liability of the District and the District shall have no obligation with respect to the purchase of the bonds.

(c) Nothing contained in the bonds, in the Financing Documents, or in the Closing Documents shall create an obligation on the part of the District to make payments with respect to the bonds from sources other than those listed for that purpose in section 7.

(d) The District shall have no liability for the payment of any Issuance Costs or for any transaction or event to be effected by the Financing Documents.

(e) All covenants, obligations, and agreements of the District contained in this resolution, the bonds, and the executed, sealed, and delivered Financing Documents and Closing

## ENROLLED ORIGINAL

Documents to which the District is a party, shall be considered to be the covenants, obligations, and agreements of the District to the fullest extent authorized by law, and each of those covenants, obligations, and agreements shall be binding upon the District, subject to the limitations set forth in this resolution.

(f) No person, including, but not limited to, the borrower and any bond owner, shall have any claims against the District or any of its elected or appointed officials, officers, employees, or agents for monetary damages suffered as a result of the failure of the District or any of its elected or appointed officials, officers, employees, or agents to perform any covenant, undertaking, or obligation under this resolution, the bonds, the Financing Documents, or the Closing Documents, or as a result of the incorrectness of any representation in or omission from the Financing Documents or the Closing Documents, unless the District or its elected or appointed officials, officers, employees, or agents have acted in a willful and fraudulent manner.

Sec. 11. District officials.

(a) Except as otherwise provided in section 10(f), the elected or appointed officials, officers, employees, or agents of the District shall not be liable personally for the payment of the bonds or be subject to any personal liability by reason of the issuance, sale or delivery of the bonds, or for any representations, warranties, covenants, obligations, or agreements of the District contained in this resolution, the bonds, the Financing Documents, or the Closing Documents.

(b) The signature, countersignature, facsimile signature, or facsimile countersignature of any official appearing on the bonds, the Financing Documents, or the Closing Documents shall be valid and sufficient for all purposes notwithstanding the fact that the individual signatory ceases to hold that office before delivery of the bonds, the Financing Documents, or the Closing Documents.

Sec. 12. Maintenance of documents.

Copies of the specimen bonds and of the final Financing Documents and Closing Documents shall be filed in the Office of the Secretary of the District of Columbia.

Sec. 13. Information reporting.

Within 3 days after the Mayor's receipt of the transcript of proceedings relating to the issuance of the bonds, the Mayor shall transmit a copy of the transcript to the Secretary to the Council.

Sec. 14. Disclaimer.

(a) The issuance of bonds is in the discretion of the District. Nothing contained in this resolution, the bonds, the Financing Documents, or the Closing Documents shall be construed as obligating the District to issue any bonds for the benefit of the borrower or to participate in or assist the borrower in any way with financing, refinancing, or reimbursing the Costs or other

## ENROLLED ORIGINAL

costs of the development of the project. The borrower shall have no claims for damages or for any other legal or equitable relief against the District or its elected or appointed officials, officers, employees, or agents as a consequence of any failure to issue any bonds for the benefit of the borrower.

(b) The District reserves the right to issue the bonds in the order or priority it determines in its sole and absolute discretion. The District gives no assurance and makes no representations that any portion of any limited amount of bonds or other obligations, the interest on which is excludable from gross income for federal income tax purposes, will be reserved or will be available at the time of the proposed issuance of the bonds.

(c) The District, by adopting this resolution or by taking any other action in connection with financing, refinancing, or reimbursing costs of the project, does not provide any assurance that the project is viable or sound, that the borrower is financially sound, or that amounts owing on the bonds or pursuant to the loan will be paid. The borrower, any purchaser of the bonds, or any other person shall not rely upon the District with respect to these matters.

Sec. 15. Expiration.

If any bonds are not issued, sold, and delivered to the original purchaser within 3 years after the date of this resolution, the authorization provided in this resolution with respect to the issuance, sale, and delivery of the bonds shall expire.

Sec. 16. Severability.

If any particular provision of this resolution, or the application thereof to any person or circumstance is held invalid, the remainder of this resolution and the application of such provision to other persons or circumstances shall not be affected thereby. If any action or inaction contemplated under this resolution is determined to be contrary to the requirements of applicable law, such action or inaction shall not be necessary for the purpose of issuing of the bonds, and the validity of the bonds shall not be adversely affected.

Sec. 17. Compliance with public approval requirement.

This approval shall constitute the approval of the Council as required in section 147(f) of the Internal Revenue Code of 1986, approved October 22, 1986 (100 Stat. 2635; 26 U.S.C. § 147(f)), and section 490(k) of the Home Rule Act, for the project. This resolution has been adopted by the Council after a public hearing held at least 14 days after publication of notice in a newspaper of general circulation in the District.

Sec. 18. Transmittal.

The Secretary to the Council shall transmit a copy of this resolution, upon its adoption, to the Mayor.

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## Sec. 19. Fiscal impact statement.

The Council adopts the fiscal impact statement of the Budget Director as the fiscal impact statement required by section 602(c)(3) of the District of Columbia Home Rule Act, approved December 24, 1973 (87 Stat. 813; D.C. Official Code § 1-206.02(c)(3)).

## Sec. 20. Effective date.

This resolution shall take effect immediately.

## ENROLLED ORIGINAL

## A RESOLUTION

18-460

## IN THE COUNCIL OF THE DISTRICT OF COLUMBIA

May 4, 2010

To authorize and provide for the issuance, sale, and delivery of District of Columbia revenue bonds in an aggregate principal amount not to exceed \$35 million in one or more series and to authorize and provide for the loan of the proceeds of the bonds to assist World Wildlife Fund, Inc., in the financing, refinancing, or reimbursing of costs associated with an authorized project pursuant to section 490 of the District of Columbia Home Rule Act.

RESOLVED, BY THE COUNCIL OF THE DISTRICT OF COLUMBIA, That this resolution may be cited as the "World Wildlife Fund, Inc., Refunding Revenue Bonds Project Approval Resolution of 2010".

## Sec. 2. Definitions.

For the purposes of this resolution, the term:

(1) "Authorized Delegate" means the Mayor, the Deputy Mayor for Planning and Economic Development, or any officer or employee of the Executive Office of the Mayor to whom the Mayor has delegated, or to whom the foregoing individuals have subdelegated, any of the Mayor's functions under this resolution pursuant to section 422(6) of the Home Rule Act.

(2) "Bond Counsel" means a firm or firms of attorneys designated as bond counsel from time to time by the Mayor.

(3) "Bonds" means the District of Columbia revenue bonds, notes, or other obligations (including refunding bonds, notes, and other obligations), in one or more series, authorized to be issued pursuant to this resolution.

(4) "Borrower" means the owner of the assets financed, refinanced, or reimbursed with proceeds from the bonds, which owner shall be World Wildlife Fund, Inc., a Delaware corporation and qualified to do business in the District of Columbia, and exempt from federal income taxes.

(5) "Chairman" means the Chairman of the Council of the District of Columbia.

(6) "Closing Documents" means all documents and agreements, other than Financing Documents that may be necessary and appropriate to issue, sell, and deliver the bonds and to make the loan, and includes agreements, certificates, letters, opinions, forms, receipts, and other similar instruments.

## ENROLLED ORIGINAL

(7) "District" means the District of Columbia.

(8) "Financing Documents" means the documents, other than Closing Documents, that relate to the financing or refinancing of transactions to be effected through the issuance, sale, and delivery of the bonds and the making of the loan, including any offering document, and any required supplements to any such documents.

(9) "Home Rule Act" means the District of Columbia Home Rule Act, approved December 24, 1973 (87 Stat. 777; D.C. Official Code § 1-201.01 *et seq.*).

(10) "Issuance Costs" means all fees, costs, charges, and expenses paid or incurred in connection with the authorization, preparation, printing, issuance, sale, and delivery of the bonds and the making of the loan, including, but not limited to, underwriting, legal, accounting, rating agency, and all other fees, costs, charges, and expenses incurred in connection with the development and implementation of the Financing Documents, the Closing Documents, and those other documents necessary or appropriate in connection with the authorization, preparation, printing, issuance, sale, marketing, and delivery of the bonds and the making of the loan, together with financing fees, costs, and expenses, including program fees and administrative fees charged by the District, fees paid to financial institutions and insurance companies, initial letter of credit fees (if any), and compensation to financial advisors and other persons (other than full-time employees of the District) and entities performing services on behalf of or as agents for the District.

(11) "Loan" means the District's lending of proceeds from the sale, in one or more series, of the bonds to the borrower.

(12) "Project" means the financing, refinancing or reimbursing of all or a portion of the borrower's costs (including payments of principal of, and interest on, the bonds being refunded) to:

(A) Currently refund the outstanding District of Columbia revenue bonds (World Wildlife Fund, Inc. Issue) Series 2000A ("Refunded Bonds"), which issue was used to finance, refinance or reimburse the borrower for all or a portion of the costs to:

(i) Acquire, renovate, construct and equip an approximately 226,000 gross square foot office building, and functionally related and subordinate real and personal property (including below-grade parking), located at 1250 24th Street, N.W., Washington, D.C. ("Facility");

(ii) Fund any required debt service reserve fund;

(iii) Pay the costs of any bond insurance or credit enhancement;

(iv) Finance working capital expenditures associated with the

Facility; and

(iv) Pay the costs of issuance; and

(B) Pay applicable Issuance Costs.

### Sec. 3. Findings.

The Council finds that:

(1) Section 490 of the Home Rule Act provides that the Council may, by resolution, authorize the issuance of District revenue bonds, notes, or other obligations (including refunding

## ENROLLED ORIGINAL

bonds, notes, or other obligations) to borrow money to finance, refinance, or reimburse, costs, and to assist in the financing, refinancing, or reimbursing of, the costs of undertakings in certain areas designated in section 490 and may effect the financing, refinancing, or reimbursement by loans made directly or indirectly to any individual or legal entity, by the purchase of any mortgage, note, or other security, or by the purchase, lease, or sale of any property.

(2) The borrower has requested the District to issue, sell, and deliver revenue bonds, in one or more series, in an aggregate principal amount not to exceed \$35 million and to make the loan for the purpose of financing, refinancing, or reimbursing costs of the project.

(3) The project is located in the District and will contribute to the health, education, safety, or welfare of, or the creation or preservation of jobs for, residents of the District, or to economic development of the District.

(4) The project is a property or project that will contribute to the health, education safety or welfare of, or creation or preservation of jobs for, residents of the District, or to economic development of the District, within the meaning of section 490 of the Home Rule Act.

(5) The authorization, issuance, sale, and delivery of the bonds and the loan to the borrower are desirable, are in the public interest, will promote the purpose and intent of section 490 of the Home Rule Act, and will assist the project.

Sec. 4. Bond authorization.

(a) The Mayor is authorized pursuant to the Home Rule Act and this resolution to assist in financing, refinancing, or reimbursing the costs of the project by:

(1) The issuance, sale, and delivery of the bonds, in one or more series, in an aggregate principal amount not to exceed \$35 million; and

(2) The making of the loan.

(b) The Mayor is authorized to make the loan to the borrower for the purpose of financing, refinancing, or reimbursing the costs of the project and establishing any fund with respect to the bonds as required by the Financing Documents.

(c) The Mayor may charge a program fee to the borrower, including, but not limited to, an amount sufficient to cover costs and expenses incurred by the District in connection with the issuance, sale, and delivery of each series of the bonds, the District's participation in the monitoring of the use of the bond proceeds and compliance with any public benefit agreements with the District, maintaining official records of each bond transaction, and assisting in the redemption, repurchase, and remarketing of the bonds.

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## Sec. 5. Bond details.

(a) The Mayor is authorized to take any action reasonably necessary or appropriate in accordance with this resolution in connection with the preparation, execution, issuance, sale, delivery, security for, and payment of the bonds of each series, including, but not limited to, determinations of:

- (1) The final form, content, designation, and terms of the bonds, including a determination that the bonds may be issued in certificated or book-entry form;
- (2) The principal amount of the bonds and denominations of the bonds;
- (3) The rate or rates of interest or the method for determining the rate or rates of interest on the bonds;
- (4) The date or dates of issuance, sale, and delivery of, and the payment of interest on, the bonds, and the maturity date or dates of the bonds;
- (5) The terms under which the bonds may be paid, optionally or mandatorily redeemed, accelerated, tendered, called, or put for redemption, repurchase, or remarketing before their respective stated maturities;
- (6) Provisions for the registration, transfer, and exchange of the bonds and the replacement of mutilated, lost, stolen, or destroyed bonds;
- (7) The creation of any reserve fund, sinking fund, or other fund with respect to the bonds;
- (8) The time and place of payment of the bonds;
- (9) Procedures for monitoring the use of the proceeds received from the sale of the bonds to ensure that the proceeds are properly applied to the project and used to accomplish the purposes of the Home Rule Act and this resolution;
- (10) Actions necessary to qualify the bonds under blue sky laws of any jurisdiction where the bonds are marketed; and
- (11) The terms and types of credit enhancement under which the bonds may be secured.

(b) The bonds shall contain a legend, which shall provide that the bonds are special obligations of the District, are without recourse to the District, are not a pledge of, and do not involve the faith and credit or the taxing power of the District, do not constitute a debt of the District, and do not constitute lending of the public credit for private undertakings as prohibited in section 602(a)(2) of the Home Rule Act.

(c) The bonds shall be executed in the name of the District and on its behalf by the manual or facsimile signature of the Mayor, and attested by the Secretary of the District of Columbia by the Secretary of the District of Columbia's manual or facsimile signature. The Mayor's execution and delivery of the bonds shall constitute conclusive evidence of the Mayor's approval, on behalf of the District, of the final form and content of the bonds.

(d) The official seal of the District, or a facsimile of it, shall be impressed, printed, or otherwise reproduced on the bonds.

(e) The bonds of any series may be issued in accordance with the terms of a trust instrument



## ENROLLED ORIGINAL

to be entered into by the District and a trustee to be selected by the borrower subject to the approval of the Mayor, and may be subject to the terms of one or more agreements entered into by the Mayor pursuant to section 490(a)(4) of the Home Rule Act.

(f) The bonds may be issued at any time or from time to time in one or more issues and in one or more series.

Sec. 6. Sale of the bonds.

(a) The bonds of any series may be sold at negotiated or competitive sale at, above, or below par, to one or more persons or entities, and upon terms that the Mayor considers to be in the best interests of the District.

(b) The Mayor or an Authorized Delegate may execute, in connection with each sale of the bonds, offering documents on behalf of the District, may deem final any such offering document on behalf of the District for purposes of compliance with federal laws and regulations governing such matters, and may authorize the distribution of the documents in connection with the sale of the bonds.

(c) The Mayor is authorized to deliver the executed and sealed bonds, on behalf of the District, for authentication, and, after the bonds have been authenticated, to deliver the bonds to the original purchasers of the bonds upon payment of the purchase price.

(d) The bonds shall not be issued until the Mayor receives an approving opinion from Bond Counsel as to the validity of the bonds of such series and, if the interest on the bonds is expected to be exempt from federal income taxation, the treatment of the interest on the bonds for purposes of federal income taxation.

Sec. 7. Payment and security.

(a) The principal of, premium, if any, and interest on, the bonds shall be payable solely from proceeds received from the sale of the bonds, income realized from the temporary investment of those proceeds, receipts, and revenues realized by the District from the loan, income realized from the temporary investment of those receipts and revenues prior to payment to the bond owners, other moneys that, as provided in the Financing Documents, may be made available to the District for the payment of the bonds, and other sources of payment (other than from the District), all as provided for in the Financing Documents.

(b) Payment of the bonds shall be secured as provided in the Financing Documents and by an assignment by the District for the benefit of the bond owners of certain of its rights under the Financing Documents and Closing Documents, including a security interest in certain collateral, if any, to the trustee for the bonds pursuant to the Financing Documents.

(c) The trustee is authorized to deposit, invest, and disburse the proceeds received from the sale of the bonds pursuant to the Financing Documents.

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## Sec. 8. Financing and Closing Documents.

(a) The Mayor is authorized to prescribe the final form and content of all Financing Documents and all Closing Documents to which the District is a party that may be necessary or appropriate to issue, sell, and deliver the bonds and to make the loan to the borrower. Each of the Financing Documents and each of the District Documents to which the District is not a party shall be approved, as to form and content, by the Mayor.

(b) The Mayor is authorized to execute, in the name of the District and on its behalf, the Financing Documents and any Closing Documents to which the District is a party by the Mayor's manual or facsimile signature.

(c) If required, the official seal of the District, or a facsimile of it, shall be impressed, printed, or otherwise reproduced on the Financing Documents and the Closing Documents to which the District is a party.

(d) The Mayor's execution and delivery of the Financing Documents and the Closing Documents to which the District is a party shall constitute conclusive evidence of the Mayor's approval, on behalf of the District, of the final form and content of the executed Financing Documents and the executed Closing Documents.

(e) The Mayor is authorized to deliver the executed and sealed Financing Documents and Closing Documents, on behalf of the District, prior to or simultaneously with the issuance, sale, and delivery of the bonds, and to ensure the due performance of the obligations of the District contained in the executed, sealed, and delivered Financing Documents and Closing Documents.

## Sec. 9. Authorized delegation of authority.

To the extent permitted by District and federal laws, the Mayor may delegate to any Authorized Delegate the performance of any function authorized to be performed by the Mayor under this resolution.

## Sec. 10. Limited liability.

(a) The bonds shall be special obligations of the District. The bonds shall be without recourse to the District. The bonds shall not be general obligations of the District, shall not be a pledge of, or involve, the faith and credit or the taxing power of the District, shall not constitute a debt of the District, and shall not constitute lending of the public credit for private undertakings as prohibited in section 602(a)(2) of the Home Rule Act.

(b) The bonds shall not give rise to any pecuniary liability of the District and the District shall have no obligation with respect to the purchase of the bonds.

(c) Nothing contained in the bonds, in the Financing Documents, or in the Closing Documents shall create an obligation on the part of the District to make payments with respect to the bonds from sources other than those listed for that purpose in section 7.

(d) The District shall have no liability for the payment of any Issuance Costs or for any transaction or event to be effected by the Financing Documents.

(e) All covenants, obligations, and agreements of the District contained in this resolution, the

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bonds, and the executed, sealed, and delivered Financing Documents and Closing Documents to which the District is a party, shall be considered to be the covenants, obligations, and agreements of the District to the fullest extent authorized by law, and each of those covenants, obligations, and agreements shall be binding upon the District, subject to the limitations set forth in this resolution.

(f) No person, including, but not limited to, the borrower and any bond owner, shall have any claims against the District or any of its elected or appointed officials, officers, employees, or agents for monetary damages suffered as a result of the failure of the District or any of its elected or appointed officials, officers, employees, or agents to perform any covenant, undertaking, or obligation under this resolution, the bonds, the Financing Documents, or the Closing Documents, or as a result of the incorrectness of any representation in or omission from the Financing Documents or the Closing Documents, unless the District or its elected or appointed officials, officers, employees, or agents have acted in a willful and fraudulent manner.

Sec. 11. District officials.

(a) Except as otherwise provided in section 10(f), the elected or appointed officials, officers, employees, or agents of the District shall not be liable personally for the payment of the bonds or be subject to any personal liability by reason of the issuance, sale, or delivery of the bonds, or for any representations, warranties, covenants, obligations, or agreements of the District contained in this resolution, the bonds, the Financing Documents, or the Closing Documents.

(b) The signature, countersignature, facsimile signature, or facsimile countersignature of any official appearing on the bonds, the Financing Documents, or the Closing Documents shall be valid and sufficient for all purposes notwithstanding the fact that the individual signatory ceases to hold that office before delivery of the bonds, the Financing Documents, or the Closing Documents.

Sec. 12. Maintenance of documents.

Copies of the specimen bonds and of the final Financing Documents and Closing Documents shall be filed in the Office of the Secretary of the District of Columbia.

Sec. 13. Information reporting.

Within 3 days after the Mayor's receipt of the transcript of proceedings relating to the issuance of the bonds, the Mayor shall transmit a copy of the transcript to the Secretary to the Council.

Sec. 14. Disclaimer.

(a) The issuance of bonds is in the discretion of the District. Nothing contained in this resolution, the bonds, the Financing Documents, or the Closing Documents shall be construed as obligating the District to issue any bonds for the benefit of the borrower or to participate in or assist the borrower in any way with financing, refinancing, or reimbursing the costs of the project. The borrower shall have no claims for damages or for any other legal or equitable relief against the District or its elected or appointed officials, officers, employees, or agents as a consequence of any

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failure to issue any bonds for the benefit of the borrower.

(b) The District reserves the right to issue the bonds in the order or priority it determines in its sole and absolute discretion. The District gives no assurance and makes no representations that any portion of any limited amount of bonds or other obligations, the interest on which is excludable from gross income for federal income tax purposes, will be reserved or will be available at the time of the proposed issuance of the bonds.

(c) The District, by adopting this resolution or by taking any other action in connection with financing, refinancing, or reimbursing costs of the project, does not provide any assurance that the project is viable or sound, that the borrower is financially sound, or that amounts owing on the bonds or pursuant to the loan will be paid. The borrower, any purchaser of the bonds, or any other person shall not rely upon the District with respect to these matters.

Sec. 15. Expiration.

If any bonds are not issued, sold, and delivered to the original purchaser within 3 years of the date after this resolution, the authorization provided in this resolution with respect to the issuance, sale, and delivery of the bonds shall expire.

Sec. 16. Severability.

If any particular provision of this resolution or the application thereof to any person or circumstance is held invalid, the remainder of this resolution and the application of such provision to other persons or circumstances shall not be affected thereby. If any action or inaction contemplated under this resolution is determined to be contrary to the requirements of applicable law, such action or inaction shall not be necessary for the purpose of issuing of the bonds, and the validity of the bonds shall not be adversely affected.

Sec. 17. Compliance with public approval requirement.

This approval shall constitute the approval of the Council as required in section 147(f) of the Internal Revenue Code of 1986, approved October 22, 1986 (100 Stat. 2635; 26 U.S.C. § 147(f)), and section 490(k) of the Home Rule Act, for the project. This resolution has been adopted by the Council after a public hearing held at least 14 days after publication of notice in a newspaper of general circulation in the District.

Sec. 18. Transmittal.

The Secretary to the Council shall transmit a copy of this resolution, upon its adoption, to the Mayor.

Sec. 19. Fiscal impact statement.

The Council adopts the fiscal impact statement of the Budget Director as the fiscal impact statement required by section 602(c)(3) of the Home Rule Act.

**ENROLLED ORIGINAL**

Sec. 20. Effective date.

This resolution shall take effect immediately.

## ENROLLED ORIGINAL

## A RESOLUTION

18-461

## IN THE COUNCIL OF THE DISTRICT OF COLUMBIA

May 4, 2010

To confirm the reappointment of Mr. Patrick Blake to the Board of Real Property Assessments and Appeals for the District of Columbia.

RESOLVED, BY THE COUNCIL OF THE DISTRICT OF COLUMBIA, That this resolution may be cited as the "Board of Real Property Assessments and Appeals for the District of Columbia Patrick Blake Confirmation Resolution of 2010".

Sec. 2. The Council of the District of Columbia confirms the reappointment of:

Mr. Patrick Blake  
1400 20<sup>th</sup> Street, N.W., #404  
Washington, D.C. 20036  
(Ward 2)

as a member of the Board of Real Property Assessments and Appeals for the District of Columbia, established by D.C. Official Code § 47-825.01, for a term to end July 31, 2012.

Sec. 3. The Secretary to the Council of the District of Columbia shall transmit a copy of this resolution, upon its adoption, to the nominee and to the Office of the Mayor.

Sec. 4. This resolution shall take effect immediately.

ENROLLED ORIGINAL

## A RESOLUTION

18-462

## IN THE COUNCIL OF THE DISTRICT OF COLUMBIA

May 4, 2010

To declare the sense of the Council on the need to maintain the diversity, curriculum, and leadership of Rose L. Hardy Middle School that has made the school one of the finest schools in the District of Columbia for programming and educational outcomes.

RESOLVED, BY THE COUNCIL OF THE DISTRICT OF COLUMBIA, That this resolution may be cited as the "Sense of the Council on Supporting the Continued Success of Rose L. Hardy Middle School Resolution of 2010".

Sec. 2. The Council finds that:

(1) Its high achievements on the Adequate Yearly Progress measurements mandated by federal No Child Left Behind legislation demonstrate that the Rose L. Hardy Middle School, under the leadership of Principal Patrick Pope, has become a model learning environment in the District of Columbia Public Schools system.

(2) In 2008, Principal Pope received the prestigious MetLife Ambassadors in Education Award. Prior to 2008, he received the 2002 National Association of Secondary School Principals and MetLife Principal of the Year awards, demonstrating consistent excellence in education leadership. This leadership has benefitted the students of Rose L. Hardy Middle School over the years.

(3) On March 15, 2010, the Committee of the Whole held a performance oversight hearing on District of Columbia Public Schools. An overwhelming number of parents and students, from all over the city, showed enthusiastic support for Principal Patrick Pope, the teachers of Rose L. Hardy Middle School, the nurturing and disciplined educational environment for all students, the outstanding student diversity, and the acclaimed intensive arts program available to accepted students.

(4) Rose L. Hardy Middle School has become a beacon for parents in the city seeking both an age-specific environment and outstanding educational results for their children.

Sec. 3. It is the sense of the Council that the Rose L. Hardy Middle School should maintain its reliable and remarkable programs and processes and its principal, Patrick Pope, which have resulted in school achievements and student diversity that should be a benchmark for

## ENROLLED ORIGINAL

our District of Columbia Public Schools. Nonetheless, the Council re-affirms the authority of the Chancellor to determine personnel actions within District of Columbia Public Schools.

Sec. 4. The Secretary to the Council of the District of Columbia shall transmit a copy of this resolution, upon its adoption, to the Mayor and the Chancellor of District of Columbia Public Schools.

Sec. 5. This resolution shall take effect immediately upon the first date of publication in the District of Columbia Register.



ENROLLED ORIGINAL

## A RESOLUTION

18-463

## IN THE COUNCIL OF THE DISTRICT OF COLUMBIA

May 4, 2010

To declare the existence of an emergency with respect to the need to require that the Office of the Chief Financial Officer submit to the Council a written determination on whether the District of Columbia Public Schools has a surplus in its fiscal year 2010 budget and if its reduction-in-force action was based on an accounting error, and if so, to require the District of Columbia Public Schools to submit a feasibility plan on the possible reinstatement of separated faculty and staff.

RESOLVED, BY THE COUNCIL OF THE DISTRICT OF COLUMBIA, That this resolution may be cited as the "District of Columbia Public Schools Teacher Reinstatement Emergency Declaration Resolution of 2010".

Sec: 2. (a) On October 29, 2010, the Council held a hearing to inquire as to the rationale for a District of Columbia Public Schools ("DCPS") reduction-in-force ("RIF") action. After a projected shortfall, the Council, relying on the agency's report, mandated a reduction in the summer school schedule to resolve the concern. However, the DCPS Chancellor testified, "My understanding is that I do have the authority as the agency head to make decisions about moving budget [items] from one place to another," and instituted a RIF action instead.

(b) Moreover, at the October 29, 2010 hearing, DCPS and the Office of the Chief Financial Officer testified that, due to a \$40 million budget shortfall, the RIF action that took place was indeed necessary and within the parameters of District personnel laws and regulations.

(c) However, on April 13, 2010, the DCPS Chancellor indicated that the previously stated \$40 million budget shortfall was the result of an alleged accounting error, and that there may be an approximately \$34 million surplus in the DCPS budget. In fact, the Chancellor stated that there is an additional \$29 million that DCPS can identify. Therefore, the basis cited as the necessity for the RIF may not have existed.

(d) There is an urgent need for the Office of the Chief Financial Officer to review this matter immediately, and if the reported shortfall was based on an error in accounting, DCPS should respond to the Council with a feasibility plan on the possibility of reinstating separated faculty and staff.

## ENROLLED ORIGINAL

Sec. 3. The Council of the District of Columbia determines that the circumstances enumerated in section 2 constitute emergency circumstances making it necessary that the District of Columbia Public Schools Teacher Reinstatement Emergency Act of 2010 be adopted after a single reading.

Sec. 4. This resolution shall take effect immediately.

## ENROLLED ORIGINAL

## A RESOLUTION

18-464

## IN THE COUNCIL OF THE DISTRICT OF COLUMBIA

May 4, 2010

To declare the existence of an emergency with respect to the need to expand the statutory authority for expenditures from the Sustainable Energy Trust Fund on the Renewable Energy Incentive Program to account for unexpended amounts from Fiscal Year 2009.

RESOLVED, BY THE COUNCIL OF THE DISTRICT OF COLUMBIA, That this resolution may be cited as "Renewable Energy Incentive Program Fund Balance Rollover Emergency Declaration Resolution of 2010".

Sec. 2. (a) The Clean and Affordable Energy Act of 2008 (D.C. Law 17-250; D.C. Official Code § 8-1773.01 *et seq.*) ("CAEA") established a renewable energy incentive program ("REIP") to provide rebates for District property owners who install renewable energy systems on their properties.

(b) Under the CAEA, the REIP is funded in the amount of \$2 million annually from Fiscal Years 2009 through 2012. The source of the funding is the Sustainable Energy Trust Fund, which takes in revenue from an assessment on the electric and natural gas utility companies.

(c) The District Department of the Environment ("DDOE") spent less than half of the \$2 million allotted by statute for Fiscal Year 2009, leaving dozens of early applicants still waiting for rebates. At the beginning of Fiscal Year 2010, the unexpended \$1.167 million reverted to the Sustainable Energy Trust Fund, where it remains.

(d) The Committee on Government Operations and the Environment held an oversight roundtable on the implementation of the REIP on March 30, 2010. The Committee received testimony from more than 20 witnesses in support of rolling over the unspent Fiscal Year 2009 funds into Fiscal Year 2010 so that residents could receive the rebates as contemplated by the CAEA.

(e) Legislation is required to raise the statutory cap on Fiscal Year 2010 expenditures for the REIP to allow DDOE to roll over the unexpended \$1.167 million from Fiscal Year 2009 to be delivered as rebates in Fiscal Year 2010.

**ENROLLED ORIGINAL**

Sec. 3. The Council of the District of Columbia determines that the circumstances enumerated in section 2 constitute emergency circumstances making it necessary that the Renewable Energy Incentive Program Fund Balance Rollover Emergency Amendment Act of 2010 be adopted after a single reading.

Sec. 4. This resolution shall take effect immediately.

ENROLLED ORIGINAL

## A RESOLUTION

18-465

## IN THE COUNCIL OF THE DISTRICT OF COLUMBIA

May 4, 2010

To declare the existence of an emergency with respect to the need to allow solar thermal systems located within the District to generate solar renewable energy credits.

RESOLVED, BY THE COUNCIL OF THE DISTRICT OF COLUMBIA, That this resolution may be cited as "Solar Thermal Incentive Emergency Declaration Resolution of 2010".

Sec. 2. (a) The Clean and Affordable Energy Act of 2008 amended the District's renewable energy portfolio standard ("RPS") to include solar thermal power as a Tier 1 solar resource eligible for solar renewable energy credits ("RECs").

(b) Companies that supply energy to customers in the District are required by the RPS to purchase RECs or pay a noncompliance fee to the District. States' RPS requirements help to promote the market in renewable energy and provide a key source of funding for solar thermal and other forms of clean energy generation. The sale of RECs helps to pay for the cost of installing a generation system.

(c) In Order No. 15359, the Public Service Commission ("PSC") interpreted language in the District's RPS as prohibiting solar thermal systems from generating RECs. This decision has caused hesitation among solar thermal installation companies, because it created instability in the industry's financing structure.

(d) It was not the intent of the Clean and Affordable Energy Act of 2008 to bar solar thermal energy from participation in the REC market. The PSC and the District Department of the Environment support an amendment to allow solar thermal to generate RECs.

(e) To support the growth of the green job sector and District-based businesses that install solar thermal systems, and to promote clean energy use in the District, legislation is needed to remove the language that the PSC relied upon in Order No. 15359.

Sec. 3. The Council of the District of Columbia determines that the circumstances enumerated in section 2 constitute emergency circumstances making it necessary that the Solar Thermal Incentive Emergency Amendment Act of 2010 be adopted after a single reading.

Sec. 4. This resolution shall take effect immediately.

## ENROLLED ORIGINAL

## A RESOLUTION

18-466

## IN THE COUNCIL OF THE DISTRICT OF COLUMBIA

May 4, 2010

To declare the existence of an emergency with respect to the need for the Office of the Chief Financial Officer to determine the funds remaining for the 12<sup>th</sup> Street streetscape project, and for the District Department of Transportation to have a 90-day moratorium on any expenditures of non-committed funds for the project in order to work with Advisory Neighborhood Commission 5A on a plan for the remaining phases for the 12<sup>th</sup> Street streetscape project, including the option of placing utility lines underground.

RESOLVED, BY THE COUNCIL OF THE DISTRICT OF COLUMBIA, That this resolution may be cited as the "Brookland Streetscape Emergency Declaration Resolution of 2010".

Sec. 2. (a) There exists an immediate need for the Office of the Chief Financial Officer to determine the funds remaining for the 12<sup>th</sup> Street streetscape project ("Project"), and for the District Department of Transportation to have a 90-day moratorium on any expenditures of non-committed funds for the Project in order to work with Advisory Neighborhood Commission 5A on a plan for the remaining phases for the Project, including the option of placing utility lines underground.

(b) On October 21, 2008, the Council unanimously approved the Sense of the Council on Exploring the Environmental and Aesthetic Quality of the 12<sup>th</sup> Street Streetscape Improvement Project Resolution of 2008, effective October 21, 2008 (Res. 17-840; 55 DCR 11770). The Council resolved the need to temporarily halt activity on the 12<sup>th</sup> Street streetscape improvement in Ward 5 to support the Brookland Community's desire to explore placing all utility lines along this corridor underground to vastly increase the ability of this community to reach the best environmental and aesthetic outcome.

(c) In addition, on October 21, 2008, the Council unanimously approved the Utility Line Emergency Act of 2008, effective November 3, 2008 (D.C. Act 17-568; 55 DCR 12110) ("Emergency Act"). The Emergency Act required all utility lines over 12<sup>th</sup> Street, N.E., between Rhode Island Avenue, N.E., and Michigan Avenue, N.E., in Ward 5, to be placed underground; provided, that funds are sufficient in the budget for the Project, and that the Mayor shall use all unexpended funds designated for the 12<sup>th</sup> Street streetscape improvements in Ward 5 for the

## ENROLLED ORIGINAL

purposes described in the Emergency Act.

(d) Subsequent to these actions, the Office of the Budget Director received conflicting dollar amounts regarding the unexpended funds available and the funds initially approved for the Project. The administration has yet to resolve the Brookland Community's concerns with regards to the plan to bury utility lines, as well as the expenditure of funds for, the scope of, and future plans for the Project.

Sec. 3. The Council of the District of Columbia determines that the circumstances enumerated in section 2 constitute emergency circumstances making it necessary that the Brookland Streetscape Emergency Act of 2010 be adopted after a single reading.

Sec. 4. This resolution shall take effect immediately.

## ENROLLED ORIGINAL

## A RESOLUTION

18-467

## IN THE COUNCIL OF THE DISTRICT OF COLUMBIA

May 4, 2010

To declare the existence of an emergency with respect to the need to authorize the Chairman of the Council, the Chief Judge of the Superior Court of the District of Columbia, and the Mayor to appoint representatives to the National Conference of Commissioners on Uniform State Laws to advise the Mayor and the Council concerning proposals for uniform and model state laws, and to provide that a person who has been elected a life member of the National Conference of Commissioners on Uniform State Laws and the General Counsel to the Council shall also be members.

RESOLVED, BY THE COUNCIL OF THE DISTRICT OF COLUMBIA, That this resolution may be cited as the "Commission on Uniform State Laws Appointment Authorization Emergency Declaration Resolution of 2010".

Sec. 2. (a) The National Conference of Commissioners of Uniform State Laws ("NCCUSL") has been in existence for 117 years, and is one of the foremost organizations of state governments, whose 53 governmental members consist of the 50 states, the District of Columbia, the United States Virgin Islands, and Puerto Rico.

(b) The District of Columbia joined the NCCUSL in 1905.

(c) The Council has been continuously represented on the NCCUSL for at least 25 years.

(d) The District has had a representative of the judicial branch serving on NCCUSL for at least 15 years. The participation of a judicial branch representative is important in providing insight into how uniform and model acts affecting the jurisdiction of the courts will be implemented and applied. The participation of a legislative branch representative is of equal importance.

(e) The current authorizing legislation for the appointment of the Council representative will expire on May 16, 2010. It is important that legislation that authorizes Council representation on this national body, which recommends legislation to be approved by the Council, be in effect.



## ENROLLED ORIGINAL

Sec. 3. The Council of the District of Columbia determines that the circumstances enumerated in section 2 constitute emergency circumstances making it necessary that the Commission on Uniform State Laws Appointment Authorization Emergency Act of 2010 be adopted after a single reading.

Sec. 4. This resolution shall take effect immediately.

## ENROLLED ORIGINAL

## A RESOLUTION

18-468

## IN THE COUNCIL OF THE DISTRICT OF COLUMBIA

May 4, 2010

To declare the existence of an emergency with respect to the need to approve Modification Nos. 29, 30, and 31 to Contract No. DCHC-2000-C-0037 to provide the continued operation of the Medicaid Management Information System to the District, and to authorize payment for the services received and to be received under the contract.

RESOLVED, BY THE COUNCIL OF THE DISTRICT OF COLUMBIA, That this resolution may be cited as the "Modifications to Contract No. DCHC-2000-C-0037 Approval and Payment Authorization Emergency Declaration Resolution of 2010".

Sec. 2. (a) There exists an immediate need to approve Modification Nos. 29, 30, and 31 to Contract No. DCHC-2000-C-0037 with ACS State Healthcare, LLC ("ACS") to provide the continued operation of the Medicaid Management Information System in the District and to authorize payment for the services received and to be received under this contract.

(b) The Office of Contracting and Procurement ("OCP"), on behalf of the Department of Health Care Finance, extended Contract No. DCHC-2000-C-0037 ("Contract") to ACS to continue the operation of the Medicaid Management Information System by Modification No. 28 for the period of March 28, 2009, to September 30, 2009, in the amount of \$5,378,127.72.

(c) On September 30, 2009, OCP issued another extension of the Contract by Modification No. 29 from October 1, 2009, until October 2, 2009, in the amount of \$60,494.78.

(d) On October 2, 2009, OCP issued another extension of the Contract by Modification No. 30 from October 3, 2009, until October 7, 2009, in the amount of \$151,236.95.

(e) On October 8, 2009, OCP issued another extension of the Contract by Modification No. 31 from October 8, 2009, until October 31, 2009, in the amount of \$2,548,645.10.

(f) Council approval is necessary as these modifications increase the contract by more than \$1 million during a 12-month period.

(g) Council approval is necessary to allow for the continuation of these vital services. Without Council approval, ACS cannot be paid for services provided in excess of \$999,999 since October 1, 2009.

## ENROLLED ORIGINAL

Sec. 3. The Council of the District of Columbia determines that the circumstances enumerated in section 2 constitute emergency circumstances making it necessary that the Modifications to Contract No. DCHC-2000-C-0037 Approval and Payment Authorization Emergency Act of 2010 be adopted after a single reading.

Sec. 4. This resolution shall take effect immediately.

## ENROLLED ORIGINAL

## A RESOLUTION

18-469

## IN THE COUNCIL OF THE DISTRICT OF COLUMBIA

May 4, 2010

To declare the existence of an emergency with respect to the need to approve modifications to Contract No. DCHC-2008-D-5052 with DC Chartered Health Plan, Inc., to provide healthcare services to District residents enrolled in Medicaid managed care, and to authorize payment for the services received and to be received under the contract.

RESOLVED, BY THE COUNCIL OF THE DISTRICT OF COLUMBIA, That this resolution may be cited as the "Contract No. DCHC-2008-D-5052 Modifications Approval and Payment Authorization Emergency Declaration Resolution of 2010".

Sec. 2. (a) There exists an immediate need to approve Modification No. 10 and proposed Modification No. 11 to Contract No. DCHC-2008-D-5052 to provide healthcare services to District residents enrolled in Medicaid managed care and to authorize payment for the services received and to be received under this contract.

(b) On April 28, 2010, by Modification No. 10, the Office of Contracting and Procurement exercised a partial option for option year 2 in the amount of \$70,453,363.66.

(c) Modification No. 11 is now necessary to exercise the remainder of option year 2 to increase the total estimated not-to-exceed amount for option year 2 to \$322,809,071.

(d) Council approval is necessary as these modifications increase the contract by more than \$1 million during a 12-month period.

(e) Council approval is necessary to allow for the continuation of these vital services. Without Council approval, DC Chartered Health Plan, Inc., cannot be paid for services provided in excess of \$999,999.

Sec. 3. The Council of the District of Columbia determines that the circumstances enumerated in section 2 constitute emergency circumstances making it necessary that the Contract No. DCHC-2008-D-5052 Modifications Approval and Payment Authorization Emergency Act of 2010 be adopted after a single reading.

Sec. 4. This resolution shall take effect immediately.

## ENROLLED ORIGINAL

## A RESOLUTION

18-470

## IN THE COUNCIL OF THE DISTRICT OF COLUMBIA

May 4, 2010

To declare the existence of an emergency with respect to the need to approve modifications to Contract No. DCHC-2008-D-5054 with Unison Health Plan of the Capital Area to provide healthcare services to District residents enrolled in Medicaid managed care, and to authorize payment for the services received and to be received under the contract.

RESOLVED, BY THE COUNCIL OF THE DISTRICT OF COLUMBIA, That this resolution may be cited as the "Contract No. DCHC-2008-D-5054 Modifications Approval and Payment Authorization Emergency Declaration Resolution of 2010".

Sec. 2. (a) There exists an immediate need to approve Modification No. 10 and proposed Modification No. 11 to Contract No. DCHC-2008-D-5054 to provide healthcare services to District residents enrolled in Medicaid managed care and to authorize payment for the services received and to be received under this contract.

(b) On April 28, 2010, by Modification No. 10, the Office of Contracting and Procurement exercised a partial option for option year 2 in the amount of \$70,453,363.66.

(c) Modification No. 11 is now necessary to exercise the remainder of option year 2 to increase the total estimated not-to-exceed amount for option year 2 to \$198,748,240.

(d) Council approval is necessary as these modifications increase the contract by more than \$1 million during a 12-month period.

(e) Council approval is necessary to allow for the continuation of these vital services. Without Council approval, Unison Health Plan of the Capital Area cannot be paid for services provided in excess of \$999,999.

Sec. 3. The Council of the District of Columbia determines that the circumstances enumerated in section 2 constitute emergency circumstances making it necessary that the Contract No. DCHC-2008-D-5054 Modifications Approval and Payment Authorization Emergency Act of 2010 be adopted after a single reading.

Sec. 4. This resolution shall take effect immediately.

## ENROLLED ORIGINAL

## A RESOLUTION

18-471

## IN THE COUNCIL OF THE DISTRICT OF COLUMBIA

May 4, 2010

To declare the existence of an emergency with respect to the Council's support for the prompt transfer of development rights and the approval of zoning rights or economic benefits for development in the area along Howard Road between the Anacostia Freeway and South Capitol Street, S.E.

RESOLVED, BY THE COUNCIL OF THE DISTRICT OF COLUMBIA, That this resolution may be cited as the "Sense of the Council in Support of the Howard Road Private Development Zone Emergency Declaration Resolution of 2010".

Sec. 2. The Council finds that:

(1) The portion of Poplar Point, in the lower Anacostia River waterfront area on the east bank of the Anacostia River, encompassing primarily privately-owned properties along both sides of Howard Road west of I-295, known as the Howard Road Private Development Zone ("HRPDZ"), is appropriate for high-rise, high-density development, including significant office development.

(2) The HRPDZ is adjacent to the Anacostia Metrorail station and garage. All properties within the HRPDZ are less than 1,500 feet from the Metrorail escalator and perfectly suited for dense transit-oriented development.

(3) The HRPDZ lies within a unique transportation nexus. The area is the only area in the District of Columbia with highway, parkway, subway, bus, and streetcar access.

(4) The HRPDZ sits within the northernmost area of the Anacostia Crescent. The Anacostia Crescent encompasses over 575 acres of land proximate to the Anacostia shoreline currently being evaluated for future development and includes Poplar Point, Barry Farms, and St. Elizabeth's west and east campuses. The HRPDZ represents the only consequential privately-owned lands available for development within the entire Anacostia Crescent.

(5) The Anacostia area is in tremendously short-term and long-term need for commercial development to improve its overall quality of life and office/housing choices. Of the approximately 25 million square feet of land envisioned for large commercial development within the Anacostia Crescent, present projected development densities average less than 1.0

## ENROLLED ORIGINAL

Floor Area Ratio (FAR). When combined with the even lesser densities within the approximately 1,000 acres (43 million square feet of land) at Bolling Naval Base, the result is a substantial lost opportunity to generate long-term (more than 30 years) economic development within the southeast area of the District.

(6) The HRPDZ is one of the very few areas within the boundary of the Central Employment Area ("CEA") located east of the Anacostia River. To date, no significant commercial development has occurred East of the River within its CEA boundary since so designated in the 1990's.

(7) The HRPDZ is identified as a Land Use Change area on the Generalized Policy Map.

(8) The HRPDZ is physically separated from any adjoining neighborhoods by low topography, a significant elevated freeway (the 6-lane I-295 is over 20 feet high), the 150-foot wide Suitland Parkway, and South Capitol Street.

(9) There are unused government properties abutting the private properties that are part of large public rights-of-ways ("ROW's"). These ROW's are inaccessible and must be maintained at a cost to the District. Present District Department of Transportation plans will leave these ROW's even larger, but still unusable for development or roadway purposes.

(10) Many of the sizes and shapes of the lots within the HRPDZ are small and irregular due to condemnation for highways and other area government land alterations, e.g., the filling of abutting wetlands, making them inefficient for modern development.

(11) Additional density will assist the individual parcels in reaching their highest mixed-use possibilities in an area that suffers tremendously from a dearth of vertical development and amenities.

(12) Over the past 8 years, Poplar Point One, LLC, has assembled the majority of privately-owned land in the HRPDZ, allowing for a more substantial and economically-impacting development than previously possible.

(13) The ability of Poplar Point One, LLC, to develop its properties at a high-quality level, consistent with the public plans for the area, would be greatly enhanced if the unutilized portions of the ROW's could be incorporated into the adjacent private properties.

(14) The immediate area suffers from the highest levels of unemployment in the District, lack of basic amenities, and lack of economic investment.

(15) The entire southeast area of the District, and in particular Ward 8, will benefit from the increased employment opportunities and the spin-off amenities for local residents of high-quality development.

(16) As the largest owner of land next to the HRPDZ at Poplar Point, the District government could benefit because significant build-out within the HRPDZ could result in the District's raw land values rising considerably (approximately \$100 million). Such value appreciation would result in an improved likelihood of delivering infrastructure to this area and eventual economic benefits to the neighborhood and to the District treasury.

## ENROLLED ORIGINAL

(17) Poplar Point One, LLC, has been a good neighbor within the area, helping to provide heavy equipment training for area residents, as well as clearing, cleaning, and maintaining its properties.

(18) The HRPDZ provides an opportunity at this time to:

(A) Generate a critical mass of new development at a "smart growth" area east of the Anacostia River;

(B) Attract new business to the Anacostia commercial core;

(C) Create new jobs for residents;

(D) Generate new pedestrian activity;

(E) Create new sources of tax revenue;

(F) Spur the ultimate commercial development of Poplar Point; and

(G) Allow the District to compete effectively with neighboring jurisdictions for major new headquarters projects looking at the metropolitan area.

Sec. 3. The Council of the District of Columbia determines that the circumstances enumerated in section 2 constitute emergency circumstances making it necessary that the Sense of the Council in Support of the Howard Road Private Development Zone Emergency Resolution of 2010 be adopted on an emergency basis.

Sec. 4. Effective date.

This resolution shall take effect immediately.



## ENROLLED ORIGINAL

## A RESOLUTION

18-472

## IN THE COUNCIL OF THE DISTRICT OF COLUMBIA

May 4, 2010

To declare, on an emergency basis, the sense of the Council to support the prompt transfer of development rights and the approval of zoning rights or economic benefits for development in the area along Howard Road between the Anacostia Freeway and South Capitol Street, S.E.

RESOLVED, BY THE COUNCIL OF THE DISTRICT OF COLUMBIA, That this resolution may be cited as the "Sense of the Council in Support of the Howard Road Private Development Zone Emergency Resolution of 2010".

Sec. 2. The Council finds that:

(1) The portion of Poplar Point, in the lower Anacostia River waterfront area on the east bank of the Anacostia River, encompassing primarily privately-owned properties along both sides of Howard Road west of I-295, known as the Howard Road Private Development Zone ("HRPDZ"), is appropriate for high-rise, high-density development, including significant office development.

(2) The HRPDZ is adjacent to the Anacostia Metrorail station and garage. All properties within the HRPDZ are less than 1,500 feet from the Metrorail escalator and perfectly suited for dense transit-oriented development.

(3) The HRPDZ lies within a unique transportation nexus. The area is the only area in the District of Columbia with highway, parkway, subway, bus, and streetcar access.

(4) The HRPDZ sits within the northernmost area of the Anacostia Crescent. The Anacostia Crescent encompasses over 575 acres of land proximate to the Anacostia shoreline currently being evaluated for future development and includes Poplar Point, Barry Farms, and St. Elizabeth's west and east campuses. The HRPDZ represents the only consequential privately-owned lands available for development within the entire Anacostia Crescent.

(5) The Anacostia area is in tremendously short-term and long-term need for commercial development to improve its overall quality of life and office/housing choices. Of the approximately 25 million square feet of land envisioned for large commercial development within the Anacostia Crescent, present projected development densities average less than 1.0

## ENROLLED ORIGINAL

Floor Area Ratio (FAR). When combined with the even lesser densities within the approximately 1,000 acres (43 million square feet of land) at Bolling Naval Base, the result is a substantial lost opportunity to generate long-term (more than 30 years) economic development within the southeast area of the District.

(6) The HRPDZ is one of the very few areas within the boundary of the Central Employment Area ("CEA") located east of the Anacostia River. To date, no significant commercial development has occurred East of the River within its CEA boundary since so designated in the 1990's.

(7) The HRPDZ is identified as a Land Use Change area on the Generalized Policy Map.

(8) The HRPDZ is physically separated from any adjoining neighborhoods by low topography, a significant elevated freeway (the 6-lane I-295 is over 20 feet high), the 150-foot wide Suitland Parkway, and South Capitol Street.

(9) There are unused government properties abutting the private properties that are part of large public rights-of-ways ("ROW's"). These ROW's are inaccessible and must be maintained at a cost to the District. Present District Department of Transportation plans will leave these ROW's even larger, but still unusable for development or roadway purposes.

(10) Many of the sizes and shapes of the lots within the HRPDZ are small and irregular due to condemnation for highways and other area government land alterations, e.g., the filling of abutting wetlands, making them inefficient for modern development.

(11) Additional density will assist the individual parcels in reaching their highest mixed-use possibilities in an area that suffers tremendously from a dearth of vertical development and amenities.

(12) Over the past 8 years, Poplar Point One, LLC, has assembled the majority of privately-owned land in the HRPDZ, allowing for a more substantial and economically-impacting development than previously possible.

(13) The ability of Poplar Point One, LLC, to develop its properties at a high-quality level, consistent with the public plans for the area, would be greatly enhanced if the unutilized portions of the ROW's could be incorporated into the adjacent private properties.

(14) The immediate area suffers from the highest levels of unemployment in the District, lack of basic amenities, and lack of economic investment.

(15) The entire southeast area of the District, and in particular Ward 8, will benefit from the increased employment opportunities and the spin-off amenities for local residents of high-quality development.

(16) As the largest owner of land next to the HRPDZ at Poplar Point, the District government could benefit because significant build-out within the HRPDZ could result in the District's raw land values rising considerably (approximately \$100 million). Such value appreciation would result in an improved likelihood of delivering infrastructure to this area and eventual economic benefits to the neighborhood and to the District treasury.

## ENROLLED ORIGINAL

(17) Poplar Point One, LLC, has been a good neighbor within the area, helping to provide heavy equipment training for area residents, as well as clearing, cleaning, and maintaining its properties.

(18) The HRPDZ provides an opportunity at this time to:

(A) Generate a critical mass of new development at a "smart growth" area east of the Anacostia River;

(B) Attract new business to the Anacostia commercial core;

(C) Create new jobs for residents;

(D) Generate new pedestrian activity;

(E) Create new sources of tax revenue;

(F) Spur the ultimate commercial development of Poplar Point; and

(G) Allow the District to compete effectively with neighboring jurisdictions for major new headquarters projects looking at the metropolitan area.

Sec. 3. It is the sense of the Council that it supports the prompt transfer to Poplar Point One, LLC, of the ROW's and similar other land unnecessary for public right-of-way purposes which are adjacent to the HRPDZ when possible to do so and an approval of any additional zoning rights or economic benefits that could assist in facilitating better economic and development opportunities within the HRPDZ than presently allowed.

Sec. 4. The Secretary to the Council of the District of Columbia shall transmit a copy of this resolution, upon its adoption, to the Office of the Mayor, the Office of the Deputy Mayor for Planning and Economic Development, and the Office of Zoning.

Sec. 5. Effective date.

This resolution shall take effect immediately.